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July 12, 2005

VIA ELECTRONIC FILING

The Honorable Kent A. Jordan
United States District Court
District of Delaware
844 N. King Street
Wilmington, DE 19801

Re: In Re Adams Golf Consolidated, C.A. No. 99-00371-KAJ

Dear Judge Jordan:

On behalf of all defendants, I enclose a Proposed Order Certifying a Class and Subclasses in the above-referenced case. Although the parties have substantially agreed on the form of the Order, a clarification from the Court is needed on one substantive issue: whether separate 12(a)(2) subclasses are necessary for each Underwriter Defendant.

The Court indicated at the hearing on May 17, 2005 that separate 12(a) subclasses were necessary for each Underwriter Defendant:

THE COURT: . . . I agree with the defense that there is not joint and several liability. Therefore, *we need some kind of separate 12(a) subclasses* because, otherwise, who knows who has got responsibility to who in that context. . . . That is an accurate point and one that I'll have in mind as I'm going back trying to sort out the various arguments with respect to the timing on the certification.

(Tr. at 60: 13-21.)

The Court requested additional briefing on one issue—whether the Company could be liable under section 12(a)(2) as a statutory seller. (Tr. at 61: 12-25.) Plaintiffs then ignored the Court and improperly briefed the issue of separate subclasses for the Underwriter Defendants.

The Honorable Kent A. Jordan

July 12, 2005

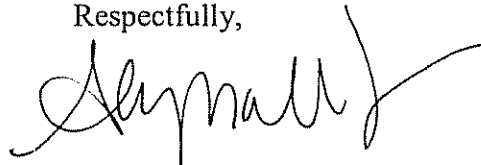
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Plaintiffs now take the position that, despite the Court's clear language quoted above, the Court's June 27, 2005 Order somehow resolves the issue in their favor.

Defendants will be pleased to submit additional briefing or to appear at a teleconference at the Court's convenience to resolve the issue. Alternatively, the parties have submitted proposed orders which should be identical except for the references to separate subclasses, so the Court may resolve the issue by selecting the appropriate form of order.

Counsel remains available should Your Honor have any questions. Thank you for your consideration.

Respectfully,

A handwritten signature in black ink, appearing to read 'Alyssa M. Schwartz', with a long, sweeping horizontal stroke extending to the right.

Alyssa M. Schwartz (#4351)

AMS:lmg

Enclosure

cc: Clerk of the Court (via Electronic Filing and Hand Delivery)
Carmella P. Keener, Esq. (via Electronic Filing and Hand Delivery)
Robert K. Payson, Esq. (via Electronic Filing and Hand Delivery)
John E. James, Esq. (via Electronic Filing and Hand Delivery)
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